



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

RECORDATION NO. 5924 Filed 1425

4-102A024

April 9 1984 - 1 25 PM

No.

Date APR 11 1984

INTERSTATE COMMERCE COMMISSION

Fee \$ 10.00

ICC Washington, D. C.

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series C, Supplement No. 3,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 3 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of January 15, 1971.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 5924.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

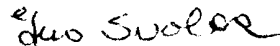
The equipment covered by Equipment Trust Agreement, Series C, is described on Exhibit 1.

Interstate Commerce Commission
Page Two
April 9, 1984

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES C

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
300	100-ton trough hatch covered hopper cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 311900-312199 both inclusive .	\$15,298	\$ 4,589,400
400	100-ton trough hatch covered hopper cars with roller bearing trucks, Pullman, Inc. (Pullman-Standard Division) builder; numbered 311500 to 311899, both inclusive	15,200	6,080,000
100	50'6" 70-ton mechanical temperature control refrigerator cars with load dividers, side wall fillers, roller bearing trucks and shock control underframe, Santa Fe Land Improvement Company, builder; numbered 55900 to 55999, both inclusive	32,024	3,202,400
50	50'70-ton insulated box cars with load dividers, side wall fillers, roller bearing trucks and shock control under frame, Pacific Car and Foundry Company, builder; numbered 522300-522308, 522310, 522312, 522315-522317, 522319-522329, 522331-522336, 522338, 522339, 522341-522344, 522347, 522348, 526188, 526191, 526196, 526234, 526251, 526256, 526277, 526278, 526284, 526285, 526286, all inclusive.....	23,371	1,168,550
5	50-ton caboose cars, International Car Company, builder; numbered 999538 to 999542, both inclusive	33,000	165,000
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1859 to 1869, both inclusive.....	35,072	385,792
TOTAL.....			<u>\$15,591,142.</u>

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

4/11/84

Gus Svolos

Vice President-Law

The Atchison, Topeka & Santa Fe RY. Co.
Dear
80 East Jackson Blvd.

Chicago, Illinois 60604

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

Sir:

11303, on at and assigned re-
recording number(s).

4/11/84

1:35pm

Sincerely yours,

5924-C

8178-H

5949-G

8662-B

6453-G

9276-D

6786-A

10224-C

6991-B

11366-C

7050-C

Enclosure(s)

13067-C

7560-G

7744-G

JAMES H. BAYNE

Secretary

SE-30
(7/79)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES C

RECORDATION NO. 5724C
APR 11 1984 - 1 25 PM
FILED 1425
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of January 15, 1971, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series C, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
11	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1859 to 1869, both inclusive	\$35,072	\$385,792

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

T. M. McQueen
Assistant Secretary

By J. E. Rugg
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. Potts
Assistant Secretary

By P. E. Mason
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *5th* day of *April* 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

X. A. Bozeman

Notary Public

(Notarial Seal)

My Commission Expires *My Commission Expires May 18, 1987*

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *6th* day of *April* 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. G. Mason

Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

EQUIPMENT TRUST, SERIES C

SCHEDULE A

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